

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: 3443 ZEN GARDEN, L.P. DEBTOR.	§ § § § §	CASE NO. 1:20-10410-HCM Chapter 11
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**SUMMARY OF
FIRST AND FINAL APPLICATION OF SPROUSE SHRADER SMITH PLLC,
SPECIAL COUNSEL TO TRUSTEE, FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM
MARCH 22, 2020 THROUGH OCTOBER 16, 2020**

This application requests relief that may be adverse to your interests. If no timely response is filed within 21 days from the date of service, the relief requested herein may be granted without a hearing being held. A timely filed response is necessary for a hearing to be held.

The firm of Sprouse Shrader Smith PLLC (“**Sprouse**”), special counsel to Gregory S. Milligan, Chapter 11 Trustee (the “**Trustee**”) of the bankruptcy estate of 3443 Zen Garden, L.P. in the above-captioned chapter 11 case, submits this Summary for its First and Final Application for Allowance of Compensation for Services Rendered and Reimbursement for Expenses Incurred (the “**Application**”). The following is a summary of the information detailed in the Application.

- I. Client.** The Trustee, Gregory S. Milligan.
- II. Requesting Applicant/Firm.** Sprouse, Special Counsel to the Trustee.
- III. Total Amount of Fees Requested:**
 - a. Fees Incurred: \$45,665.00
 - b. Expenses Incurred: \$301.00
 - c. Total Fees and Expenses: \$45,966.00
 - d. Fees Previously Paid under Fee Procedures Order: \$32,905.00
 - e. Fees remaining to be paid under this Application: \$13,061.00
 - f. Time period covered: March 22, 2020 through October 16, 2020

IV. BREAK OUT CURRENT APPLICATION

Timekeeper	Title	Rate	Hours	Value
Irion, Terrence L.	Member	\$ 350.00	117.10	\$ 40,985.00
Mogonye, Courtney E.	Member	\$ 300.00	14.80	\$ 4,440.00
Yhu, Judy	Paralegal	\$ 150.00	1.60	\$ 240.00
		Totals:	133.50	\$ 45,665.00

- A. Blended Hourly Rate: \$342.06
- B. Minimum Fee Increments: Sprouse bills time in tenth of hours.
- C. Expenses: Sprouse is requesting \$301.00 in expenses.

V. Prior Applications. Sprouse has not filed any previous Applications for Compensation in this case.

VI. Other Co-equal or Administrative Claimants in this Case: N/A. Allowance of Sprouse's Final Application will not result in the Estate not being able to pay all co-equal or superior administrative claims in this case.

VII. Result Obtained. As detailed in the application, Sprouse represented the Trustee in hearings related to the Debtor's principal asset (the "**Project**"). Specifically, the Project is subject to certain zoning and other developmental regulations enforced by the City of Austin in a Project Development Agreement. Sprouse's efforts have helped the Trustee successfully maximize recoveries for creditors. The case status and the results obtained are described in more detail in the Application. See **Exhibit C** to the Application for the hours and amount of fees billed to each project category for the Application Period.

VIII. Rates. The rates sought herein are reasonable because of the complexity of the case and the expertise of Sprouse's professionals. The blended hourly rate charged by Sprouse professionals was \$342.06 for the entire case. Moreover, Sprouse's average hourly rate was not reduced by layers of unnecessary billable personnel. Sprouse has spent time in this Case dealing with complex and novel issues and at times was faced with time constraints.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:	§	
	§	CASE NO. 1:20-10410-HCM
3443 ZEN GARDEN, L.P.	§	
	§	Chapter 11
DEBTOR.	§	

**FIRST AND FINAL APPLICATION OF SPROUSE SHRADER SMITH PLLC,
SPECIAL COUNSEL TO TRUSTEE, FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM
MARCH 22, 2020 THROUGH OCTOBER 16, 2020**

**This application requests relief that may be adverse to
your interests.**

**If no timely response is filed within 21 days from the date
of service, the relief requested herein may be granted
without a hearing being held.**

A timely filed response is necessary for a hearing to be held.

The firm of Sprouse Shrader Smith PLLC (“**Sprouse**” or “**Applicant**”), special counsel to Gregory S. Milligan, Chapter 11 Trustee (the “**Trustee**”) of the bankruptcy estate (the “**Estate**”) of 3443 Zen Garden, L.P. (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”), submits its First and Final Fee Application for Allowance of Compensation for Services Rendered and Reimbursement for Expenses Incurred from March 22, 2020 Through October 16, 2020 (the “**Application**”), which seeks entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 327, 328(a), and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016 of the Local Rules of the United States Bankruptcy Court for the Western District of Texas (the “**Bankruptcy Local Rules**”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (ECF

No. 135, the “**Fee Procedures Order**”) (i) for the allowance of compensation in the amount of \$45,665.00 for professional services Sprouse performed and reimbursement for expenses Sprouse incurred in the amount of \$301.00 for the period March 9, 2020 through October 16, 2020 (the “**Application Period**”), for a total award of \$45,966.00, and (ii) authorize the Trustee to pay Sprouse \$13,061.00, which is the amount remaining due to Sprouse after accounting for the Trustee’s prior disbursements under the Fee Procedures Order.

This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue for this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought by this Application are sections 327, 328(a), 330(a), and 331 of the Bankruptcy Code.

In support of the Application, Sprouse would respectfully represent to the Court as follows:

I. BACKGROUND

A. Bankruptcy Filing

1. Certain petitioning creditors (the “**Petitioning Creditors**”) initiated the above-captioned bankruptcy case (the “**Case**”) by filing an involuntary chapter 11 petition on March 22, 2020 (the “**Petition Date**”).

2. This Court entered its *Consent Order for Entry of Relief* (ECF No. 11, the “**Relief Order**”) on April 8, 2020 (the “**Relief Order Entry Date**”).

3. On April 9, 2020, the Petitioning Creditors filed their *Expedited Motion for Order Requiring Appointment of a Chapter 11 Trustee*. See ECF No. 14. This Court entered its *Order Requiring Appointment of a Chapter 11 Trustee* on April 15, 2020. See ECF No. 27. The United States Trustee filed its *Application for Order Approving Appointment of the Trustee* and the Court granted it on April 22, 2020 (the “**Appointment Date**”), appointing the Trustee. See ECF Nos. 35 & 36.

4. The primary assets of the Estate were land, buildings, and other improvements located at 3443 Ed Bluestein Boulevard in Austin, Texas (collectively, the “**Property**”). *See* ECF No. 48 (the “**Schedules**”) at p. 8. The Property was sold via an auction and sale transaction (the “**Sale**”) to Romspen Mortgage Limited Partnership (the “**Lender**”). *See* ECF No. 278. The Sale closed on October 15, 2020. *See* ECF No. 284.

B. Overview of Bankruptcy Case

5. Since filing bankruptcy, the Trustee and his professionals have focused on maximizing the value of the Property through preservation and enhancement tasks while preparing and marketing the Property for sale. The Trustee determined that the Estate required financing and obtained such financing from the Lender. The Trustee conducted a vigorous marketing process which ultimately resulted in the Sale. The Trustee now seeks to confirm a liquidating plan and exit bankruptcy.

C. Employment and Prior Compensation

6. Prior to the Petition Date, the Debtor employed and retained Sprouse in connection with the Property’s Project Development Agreement (the “**PDA**”), in which the Property is subject to certain zoning and other developmental regulations enforced by the City of Austin.

7. By application dated May 19, 2020 (ECF No. 63, the “**Retention Application**”), the Trustee sought to approve the employment and retention of Sprouse effective *nunc pro tunc* to the Petition Date through the pendency of the chapter 11 case. On June 19, 2020, upon consideration of that application, together with the supporting affidavit, this Court entered an order approving the Trustee’s selection of Sprouse (ECF No. 124, the “**Retention Order**”).¹ Pursuant to

¹ A copy of the Retention Order is attached hereto as **Exhibit B**.

Local Rules, Sprouse has served as the Trustee's special counsel since the Appointment Date with all fees, expenses and payments from the Trustee subject to Bankruptcy Court approval.

8. Sprouse has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in this Case.

9. No promises have been received by Sprouse or any member thereof as to compensation in connection with this Case other than in accordance with the provisions of the Bankruptcy Code.

D. Compensation Requested

10. This Application requests (i) approval of fees in the amount of \$45,665.00 and expenses in the amount of \$301.00 for the Application Period, and (ii) authorization for the Trustee to pay Sprouse \$13,061.00, which is the amount remaining due to Sprouse after accounting for the Trustee's prior disbursements under the Fee Procedures Order. The following table shows prior billing and disbursements to Sprouse under the Fee Procedures Order:

Monthly Fee Statement	Fee Total	80% (Prior Paid)	Exp. (Prior Paid)
1st (May & Before)	\$ 21,785.00	\$ 17,428.00	
2nd (June)	\$ 6,710.00	\$ 5,368.00	\$ 1.00
3rd (July)	\$ 3,780.00	\$ 3,024.00	
4th (August)	\$ 6,475.00	\$ 5,180.00	
5th (September)	\$ 2,005.00	\$ 1,604.00	\$ 300.00
October	\$ 3,150.00		
Post-Relief Fee Subtotal	\$ 43,905.00		
Gap Period Claim	\$ 1,760.00		
Fee Grand Total	\$ 45,665.00		
Expense Grand Total			\$ 301.00
Prior Paid Amount		\$ 32,905.00	
Final App Request	\$ 13,061.00		

11. As stated more fully in the Retention Application, the Debtor engaged Sprouse prepetition and Sprouse performed services on and after the Petition Date but before the Relief Order Entry Date (the “**Gap Period**”). For its services performed during the Gap Period, Sprouse billed fees amounting to \$1760.00 (the “**Gap Period Claim**”). By this Application, Sprouse seeks allowance and payment of the Gap Period Claim in addition to its fees billed and expenses incurred after the Relief Order Entry Date. Additionally, Sprouse asserts claims for fees and expenses incurred prior to the Petition Date. Sprouse does not by this Application, however, seek payment for any such claims that accrued prior to the Petition Date.

12. Sprouse’s charges for professional services rendered in this Case were billed in accordance with Sprouse’s existing billing procedures. The rates Sprouse charged for the services rendered by its professionals in this Chapter 11 Case are the same rate and for some professionals lower than Sprouse charges for professional services rendered in comparable non-bankruptcy related matters and are reasonable based on the customary compensation charged by comparably skilled professionals in comparable non-bankruptcy cases in a competitive national legal market.

13. Sprouse submits that this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the United States Trustee Guidelines.

14. The fees sought by this Application during the Application Period reflect an aggregate of hours of Sprouse attorneys and paralegals time spent and recorded in performing services for the Trustee during the Application Period, at a blended hourly rate of \$342.06.

II. FEE AND COST RECORDS

15. In support of this Application, the following documents are attached:

- a. As a cover sheet, a Fee Application Summary (the “**Fee Application Summary**”), which includes a summary describing services rendered by category and the total cost of each category of services by professional is

attached to the front of this Application. The summary contains a chart reflecting the aggregate of the time expended by each attorney and paralegal and their billing rate.

- b. As **Exhibit B**, a copy of the Retention Order;
- c. As **Exhibit C**, a copy of Sprouse's computerized time-keeping records of the time expended in the rendition of the professional services the Trustee required, which set forth a detailed description of services performed by each professional on behalf of the Trustee;
- d. As **Exhibit D**, a chart reflecting the aggregate of the time expended by each professional and their billing rate; and
- e. As **Exhibit E**, a summary of Mr. Irion's qualifications, experience and credentials.
- f. Sprouse maintains computerized records of the time expended in the rendition of the professional services required by the Trustee. These records are maintained in the ordinary course of Sprouse's practice. Attached hereto as **Exhibit C** is time entry records of Sprouse's professionals and paralegals, broken down in tenths of an hour, which set forth a detailed description of services performed by each professional on behalf of the Trustee.

16. Sprouse seeks reimbursement for expenses incurred during the Application Period including charges related to a search using the website for the Secretary of State and a lobbyist registration related to the PDA. Pursuant to the Retention Order and subject to Bankruptcy Court approval, Sprouse is entitled to reimbursement of actual and necessary expenses incurred in the rendition of its services to the Trustee. Sprouse has made every effort to minimize its disbursements in this Case. The expenses incurred in the rendition of professional services are necessary, reasonable and justified under the circumstances to serve the needs of the Trustee, the Debtor, its Estate and creditors.

17. During the Application Period, Sprouse has primarily focused its efforts in the following areas: (a) assisting the Trustee in managing the Debtor's hearings and other legal issues

related to the PDA, (b) ensuring that the Property is in compliance with the PDA, and (c) communicating with the Trustee and the Trustee's counsel.

III. LEGAL STANDARDS

18. Pursuant to section 330 of the Bankruptcy Code, this Court may award to professional persons employed under section 327 reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses incurred.

19. The Fifth Circuit has “made clear that the lodestar, *Johnson* factors, and § 330 [of the Bankruptcy Code] coalesce[] to form the framework that regulates the compensation of professionals employed by the bankruptcy estate.” *In re Pilgrim's Pride*, 690 F.3d 650, 656 (5th Cir. 2012).

20. “Under this framework, bankruptcy courts must first calculate the amount of the lodestar.” *Id.* To apply the lodestar approach, the Court determines a reasonable attorney fee in a case by multiplying the number of hours expended by an hourly rate. *Pennsylvania v. Delaware Valley Citizens' Counsel for Clean Air*, 478 U.S. 456 (1987).

21. After calculating the lodestar, the Court “then may adjust the lodestar up or down based on the factors contained in § 330 and [its] consideration of the twelve factors listed in *Johnson*.” *Pilgrim's Pride*, 690 F.3d at 656 (quoting *In re Cahill*, 428 F.3d 536, 540 (5th Cir. 2005)).

22. Section 330 of the Bankruptcy Code instructs the Court to “tak[e] into account all relevant factors, including—

- a. The time spent on such services;
- b. The rates charged for such services;
- c. Whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

- d. Whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- e. With respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Pilgrim's Pride, 690 F.3d at 655-56 (quoting 11 U.S.C. § 330(a)(3)).

23. The twelve *Johnson* factors include the time and labor required; the novelty and difficulty of the questions; the skill requisite to perform the legal service properly; the preclusion of other employment by the attorney due to acceptance of the case; the customary fee; whether the fee is fixed or contingent; time limitations imposed by the client or circumstances; the amount involved and the results obtained; the experience, reputation and ability of the attorneys; the undesirability of the case; the nature and length of the professional relationship with the client; and awards in similar cases. *See Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974).

24. Under each of the guidelines, Sprouse submits the fees requested herein are fair and reasonable.

IV. APPLICATION OF GUIDELINES

25. As required by the first step of the two-step analysis imposed by section 330(a)(1) analysis, all services rendered in this Case by Sprouse were necessary and appropriate. The actions taken by Sprouse were essential to preserving and enhancing the value of the Property for the Estate.

26. Likewise, with respect to the second step of the analysis, the compensation sought by Sprouse is competitive. Sprouse also utilized non-billing personnel to provide the attorneys

with support. Sprouse's staffing decisions resulted in efficient case management. The issues in this bankruptcy case have been addressed promptly, properly and with no duplication.

27. Under the lodestar method, in aggregate, Sprouse rendered during the Application Period 133.50 hours of service at an overall blended hourly rate of \$342.06. Sprouse has provided effective representation at minimal expense. The issues in this Case have been addressed as efficiently as possible by drawing on the expertise of Mr. Irion, and with a minimum of extensive hours spent researching or litigating.

28. The twelve *Johnson* factors also support approval of the fees requested in these cases.

- a. Time and Labor Required. Sprouse expended 133.50 hours to represent the Trustee in the Application Period. Mr. Irion billed the majority of the attorney time and thereby avoided duplicative efforts.
- b. Novelty and Difficulty of the Questions. Representation of the Trustee and the complexity of the PDA involved difficult issues and negotiations with many different parties.
- c. Skill Required. Negotiating and shepherding the PDA required skill because of its complexity and the need to, among other things, negotiate a variety of complicated issues that arose with various stakeholders.
- d. Preclusion of Other Employment. This representation has not caused significant dislocation or preclusion of other employment by Sprouse.
- e. Customary Fee. If this engagement were not one under the Bankruptcy Code, Sprouse would charge the Trustee, and expect to receive on a current basis, an amount at least equal to the amounts herein requested for the professional services rendered. The rates charged in this Case are either standard rates or rates that are reduced from standard rates for the respective timekeepers. Sprouse represents and would demonstrate that the fees are competitive for this region and customary for the degree of skill and expertise required in similar representations.
- f. Fixed or Contingent Fee. Sprouse accepted this representation on an hourly basis, which was approved by the Bankruptcy Court. Due to expected amount of time, collection of all amounts beyond any initial retainer are, by their nature, contingent.
- g. Time Limitations. As this Court is aware, "emergency" motions have been a part of this

Case. Similarly, working with and lobbying the City Council regarding the PDA during a pandemic has necessitated great scheduling flexibility and placed significant demands on the Sprouse lawyers involved. Thus, Sprouse has been required to attend to various issues as they have arisen. Occasionally, Sprouse has had to perform those services under significant time constraints.

- h. Amounts and Results. Sprouse assisted the Trustee in maximizing the value of the Estate's assets by pursuing the PDA, which represents an opportunity for the owner of the Property to develop it beyond current permissible uses.
- i. Experience, Reputation and Ability. Mr. Irion is highly experienced in municipal regulatory and real estate work. The attorneys at Sprouse enjoy a reputation as providing quality legal services without inefficiencies and duplications which occasionally occur in representations by other firms. Attached as **Exhibit E** is a summary of Mr. Irion's qualifications, experience, and credentials.
- j. Undesirability of the Case. There are no particular undesirable features of this Case.
- k. Relationship with Client. There is no direct relationship between the Trustee in this Case and Sprouse, other than this representation.
- l. Awards in Similar Cases. The compensation sought by Sprouse in this Case is commensurate with the rates sought by professionals in other cases in this district.

V. CONCLUSION

For the foregoing reasons, Sprouse Shrader Smith PLLC requests that the Court:

- (i) grant approval of all fees in the amount of \$45,665.00 and all expenses in the amount of \$301.00 for the entire case for a total award of \$45,966.00;
- (ii) authorize and direct the Trustee to pay Sprouse the outstanding balance due of \$13,061.00; and
- (iii) such other relief as the Court deems just and proper.

Dated: November 10, 2020

/s/ Scott D. Lawrence

Jason M. Rudd, Tex. Bar No. 24028786
Scott D. Lawrence, Tex. Bar No. 24087896
Daniella G. Heringer, Tex. Bar No. 24103460
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**COUNSEL FOR GREGORY MILLIGAN,
CH. 11 TRUSTEE FOR 3443 ZEN GARDEN, L.P.**

CERTIFICATE OF SERVICE

I certify that on November 10, 2020, a true and correct copy of the forgoing was served on the parties listed on the attached service list, either via ECF or United States First Class mail as indicated therein.

/s/ Scott D. Lawrence

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: 3443 ZEN GARDEN, L.P. DEBTOR.	§ § § § §	CASE NO. 1:20-10410-HCM Chapter 11
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**ORDER GRANTING
FIRST AND FINAL APPLICATION OF SPROUSE SHRADER SMITH PLLC,
SPECIAL COUNSEL TO TRUSTEE, FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM
MARCH 22, 2020 THROUGH OCTOBER 16, 2020**

The Court has considered Sprouse Shrader Smith PLLC’s (“**Sprouse**”) First and Final Application for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred from March 22, 2020 through October 16, 2020 (the “**Application**”)¹ The Court finds that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Application is in the best interests of the Estate and its creditors; (iv) proper and adequate notice of the Application and the hearing thereon has been given and that no other or

¹ Capitalized terms unless otherwise defined herein shall have the same meaning as ascribed to them in the Application.

further notice is necessary; (v) the services of Sprouse as special counsel for the Trustee were not duplicative of other professional services rendered to the Trustee and the services provided to the Estate resulted in significant benefit and value to the Estate; and (vi) upon the record, after due deliberation, good and sufficient cause exists for the granting of the relief as set forth herein.

IT IS, THEREFORE, ORDERED that the Application is hereby granted.

IT IS FURTHER ORDERED that Sprouse is hereby awarded and allowed, on a final basis, fees in the amount of \$45,665.00, and expenses in the amount of \$301.00, for the total award amount of \$45,966.00 for the period March 22, 2020 through October 16, 2020.

IT IS FURTHER ORDERED that the Trustee is authorized to pay Sprouse the balance owed of \$13,061.00, after crediting the Trustee for all prior distributions made under the Fee Procedures Order.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction over any dispute arising from or relating to the implementation of this Order.

###

PREPARED AND SUBMITTED BY:

Jason M. Rudd, Tex. Bar No. 24028786
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**COUNSEL FOR GREGORY MILLIGAN,
CH. 11 TRUSTEE FOR 3443 ZEN GARDEN, L.P.**

EXHIBIT B



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: June 19, 2020.

A handwritten signature in black ink, appearing to read "H. Mott".

**H. CHRISTOPHER MOTT
UNITED STATES BANKRUPTCY JUDGE**

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:

**3443 ZEN GARDEN, L.P.

DEBTOR.**

§
§
§
§
§

**CASE NO. 1:20-10410-HCM

Chapter 11**

**ORDER AUTHORIZING CHAPTER 11 TRUSTEE TO EMPLOY SPROUSE SHRADER
SMITH PLLC AS SPECIAL COUNSEL TO THE TRUSTEE AND ESTATE
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

Relates to ECF No. 63

CAME ON FOR CONSIDERATION the *Chapter 11 Trustee's Application for Order Authorizing (I) Employment of Sprouse Shrader Smith PLLC as Special Counsel to Trustee and Estate Effective Nunc Pro Tunc to the Petition Date and (II) to Pay Prepetition Claims of Sprouse Shrader Smith PLLC* (the "Application")¹ filed by Gregory Milligan, Chapter 11 Trustee ("Trustee") of the bankruptcy estate of 3443 Zen Garden, (the "Debtor"), pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014, Local Bankruptcy Rules 2014 and 2016;

¹ Capitalized terms not otherwise defined herein are used as defined in the Application.

and the Court, having considered the Application, the Irion Declaration, the record in the above-captioned bankruptcy case, and the representations of the Trustee and counsel; and the Court having jurisdiction to consider the Application and the relief requested therein under 28 U.S.C. §§ 157 and 1334; and this Court having determined that the Trustee's notice of the Application and opportunity for a hearing were adequate and appropriate under the circumstances and no other notice need be provided; and the Court being satisfied, based on the representations made in the Application, the Irion Declaration, and at the hearing thereon held on June 18, 2020 (the "Hearing"), that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief requested in the Application; and this Court having found and determined that the relief requested in the Application, as modified in this Order, is necessary and beneficial to the Estate and in the best interest of the Estate, its creditors, and other parties in interest; and upon all of the proceedings had before this Court, including the objection to the Application filed by Daniel White and Lincoln 1861 Inc. (ECF No. 89), which is resolved by this Order; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as stated below.
2. The Trustee is authorized, but not directed, pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014, Local Bankruptcy Rules 2014 and 2016, to employ and retain Sprouse Shrader Smith PLLC as special counsel to the Trustee and the Estate *nunc pro tunc* to the Petition Date, to provide professional services including but not limited to the terms and for the purposes set forth in the Application and the Engagement Agreement, as modified in this Order.
3. Sprouse shall be compensated in accordance with interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the

Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any further order of the Court for all of its postpetition work.

4. By this Order, the Court neither allows nor disallows the Sprouse Prepetition Claim, and the Application's request to pay the Sprouse Prepetition Claim as part of the employment of Sprouse is denied.

5. The Trustee and Sprouse are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. Notice of the Application as described in the Certificate of Service contained therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

7. To the extent the Application or Irion Declaration is inconsistent with this Order, the terms of this Order shall govern.

8. Notwithstanding anything to the contrary in the Engagement Agreement, the Trustee is not authorized to pay any amounts to Sprouse as a retainer for its representation of the Estate.

9. Notwithstanding anything to the contrary in the Application, the correct current rate for Ms. Judy Yhu, a paralegal at Sprouse, for this engagement is \$150 per hour.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###

PREPARED AND SUBMITTED BY:

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Scott D. Lawrence, Tex. Bar No. 24087896
Daniella G. Heringer, Tex. Bar No. 24103460
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**COUNSEL FOR GREGORY MILLIGAN,
CH. 11 TRUSTEE FOR 3443 ZEN GARDEN, L.P.**

EXHIBIT C



Invoice # 239607

Gap Period

April 29, 2020

Matter Number: 101943-00002

Charges Incurred Through 04/29/2020

3443 Zen Garden LP

Re: Zoning PDA Project

Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
03/09/20	TLI	Conference with attorney for managing partner regarding financial status of project and preparation for City Council Hearing.	1.50
03/17/20	TLI	Obtain extension of public hearing to May 21, 2020.	0.50
03/23/20	JY	Online research and review of the City of Austin Council Meeting for March 26, 2020 for attorney.	0.30
03/25/20	TLI	Request exemption from Shelter-in-Place for protective work and Hospital Shelter facility; request waiver of deed restriction for Shelter Hospital.	1.50
03/26/20	TLI	Conference with CEO's attorney regarding involuntary bankruptcy, Corona virus shelter coordination response; zoning PDA extension.	0.50
03/27/20	TLI	Several conferences with client, Mayor's Office, NCP Lawyers, Governor's Office on emergency shelter options.	1.50
03/31/20	TLI	Several conferences with client regarding emergency shelter use of Building D.	0.20
03/31/20	TLI	Several conferences with client regarding emergency shelter use of Building D.	0.20
04/07/20	TLI	Conference with client regarding COVID19 Emergency Shelter Facility.	1.00
04/08/20	TLI	Conference with client regarding Emergency Shelter approval status.	0.30
04/21/20	TLI	Work on PDA damage control with City Staff council aides, Mayor.	1.00
04/27/20	TLI	Prepare for briefing of Trustee in Bankruptcy; maintain contact with City PDA Staff; Prepare for Zoning Hearing.	2.50
04/28/20	TLI	Work on Zoning public forum; consultation with Trustee in Bankruptcy.	3.00
04/29/20	CEM	Corporate and Financial consultation with management partner 9/2019 through 10/2019	7.90
			<hr/> 21.90

FEE SUMMARY

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terrence L	13.70	350.00	\$4,795.00
CEM	Mogonye, Courtney E.	7.90	300.00	\$2,370.00
JY	Yhu, Judy	0.30	150.00	\$45.00
	TOTAL HOURS	<u>21.90</u>	TOTAL FEES	<u>\$7,210.00</u>

INVOICE # 239607 SUMMARY

TOTAL FEES	<u>\$7,210.00</u>
TOTAL CURRENT CHARGES	<u><u>\$7,210.00</u></u>

MATTER BILLING SUMMARY

TOTAL CURRENT CHARGES INVOICE # 239607		\$7,210.00
BALANCE FORWARD AS OF LAST BILL DATED 03/10/2020	\$16,085.00	
PAYMENTS APPLIED SINCE LAST BILL*	\$12,755.00 *	
NET BALANCE FORWARD	<u>\$3,330.00</u>	
TOTAL AMOUNT OUTSTANDING		<u>\$10,540.00</u>

*Does not reflect payments received after April 29, 2020.

OUTSTANDING INVOICES

<u>Bill Number</u>	<u>Bill Date</u>	<u>Original Amount</u>	<u>Amount Due</u>
238456	03/10/2020	\$3,330.00	\$3,330.00

PAYMENTS RECEIVED SINCE LAST BILL

<u>Check #</u>	<u>Check Date</u>	<u>Date Applied</u>	<u>Bill #</u>	<u>Payment Amt</u>
0	03/13/2020	03/13/2020	237669	\$12,755.00



Invoice # 239875
May 13, 2020
Matter Number: 101943-00002
Charges Incurred Through 04/30/2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

Re: Zoning PDA Project
Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
04/15/20	CEM	Worked on corporate documents for bankruptcy.	0.20
04/22/20	CEM	Began compiling requested corporate documents for counsel for Purple Tree and Blue Roots.	0.30
04/23/20	CEM	Worked on corporate matters for Zen Garden	0.20
04/28/20	CEM	Prepared for PDA zoning hearing.	0.50
04/29/20	TLI	Conference with Case Manager; Skype meeting with Project Team regarding development of presentation exhibits.	2.50
04/30/20	TLI	Work with City Staff to prep for PDA hearing.	0.50
04/30/20	CEM	Reviewed and forwarded Ferguson petition to client.	0.20
			<u>4.40</u>

FEE SUMMARY

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terrence L	3.00	350.00	\$1,050.00
CEM	Mogonye, Courtney E.	1.40	300.00	\$420.00
TOTAL HOURS		<u>4.40</u>	TOTAL FEES	<u>\$1,470.00</u>

INVOICE # 239875 SUMMARY

TOTAL FEES	\$1,470.00
TOTAL CURRENT CHARGES	<u>\$1,470.00</u>

Matter Number: 101943 - 00002

Bill No: 239875

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MATTER BILLING SUMMARY

TOTAL CURRENT CHARGES INVOICE # 239875		\$1,470.00
BALANCE FORWARD AS OF LAST BILL DATED 04/29/2020	\$10,540.00	
PAYMENTS APPLIED SINCE LAST BILL *	\$0.00 *	
NET BALANCE FORWARD	<u>\$10,540.00</u>	

TOTAL AMOUNT OUTSTANDING	<u>\$12,010.00</u>
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*Does not reflect payments received after May 13, 2020.

OUTSTANDING INVOICES

<u>Bill Number</u>	<u>Bill Date</u>	<u>Original Amount</u>	<u>Amount Due</u>
238456	03/10/2020	\$3,330.00	\$3,330.00
239607	04/29/2020	\$7,210.00	\$7,210.00

PAYMENTS RECEIVED SINCE LAST BILL

<u>Check #</u>	<u>Check Date</u>	<u>Date Applied</u>	<u>Bill #</u>	<u>Payment Amt</u>
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Invoice # 240447

Post-Order Period

June 10, 2020

Matter Number: 101943-00002

Charges Incurred Through 05/31/2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

gmilligan@harneypartners.com

Re: 3443 Zen Garden LP, Debtor; Case No. 1:20-10410HCM Chapter11; In Care of Gregory Milligan, Trustee

Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
05/04/20	TLI	Prepare for PDA; Address value added issues with Trustee.	1.00
05/04/20	CEM	Discuss possible lease with Network Group / Zen Garden	0.70
05/05/20	TLI	Conference with Trustee regarding engagement letter; prepare reports for Trustee.	0.50
05/05/20	TLI	Work on zoning preparation.	1.00
05/05/20	CEM	Worked on compiling requested ownership and management structure for 3443 Zen Garden Limited Partnership and related entities	1.00
05/05/20	JY	Compiled corporate deliverables for bankruptcy trustee.	0.70
05/06/20	TLI	Several conferences with client regarding impervious cover issues; master site plan; counsel agenda preparation; address bankruptcy issue.	2.00
05/06/20	CEM	Worked on PDA zoning hearing.	0.40
05/08/20	TLI	Review Council Agenda format; conference with client regarding presentation to Council; conference with client regarding Master Plan.	1.00
05/11/20	TLI	Work on preparing presentation for City Council hearing.	3.00
05/12/20	TLI	Several memos to City Staff; prepare responses to Staff presentation documents.	1.00
05/13/20	TLI	Work on PDA presentation to Council; conference with Zoning Director.	2.00
05/14/20	TLI	Conference with Case Manager; conference with project engineers regarding impervious cover analysis.	0.50
05/14/20	CEM	Worked on PDA zoning matters	0.20
05/15/20	TLI	Conference with Trustee's attorney; conference with Project Manager; work on PDA support of Staff presenter.	1.00
05/18/20	TLI	Conference with Trustee's attorney regarding specific instructions for Counsel presentation	0.50

Matter Number: 101943 - 00002

Bill No: 240447

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05/18/20	TLI	Lobby Council Staff, neighborhood support.	3.50
05/19/20	TLI	Prepare exhibits for Public Hearing.	5.00
05/20/20	TLI	Lobby Council aides, neighborhood leaders, in preparation for Public Hearing.	5.00
05/21/20	TLI	Manage Public Hearing approval of PDA.	10.00
05/22/20	TLI	Work on Staff to expedite ordinance draft and posting for third reading of ordinance; coordinate ordinance draft with Madison's Staff.	1.00
05/22/20	TLI	Memo to Trustee regarding ordinance draft.	0.20
05/26/20	TLI	Several memos to Staff, Council members regarding second, third reading.	1.00
05/27/20	TLI	Conference with Gregory Milligan; conference with reporter regarding bankruptcy and role of investors in Chapter 11 workout	1.00
05/27/20	TLI	Meeting with Mayor's Aide regarding height concerns; memo to Manager/Trustee.	1.00
05/28/20	TLI	Several conferences with Trustee and reporter regarding bankruptcy story and how it affects PDA project.	1.00
			<hr/> 45.20

FEE SUMMARY

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terrence L	42.20	350.00	\$14,770.00
CEM	Mogonye, Courtney E.	2.30	300.00	\$690.00
JY	Yhu, Judy	0.70	150.00	\$105.00
TOTAL HOURS		<hr/> 45.20	TOTAL FEES	<hr/> \$15,565.00

INVOICE # 240447 SUMMARY

TOTAL FEES	\$15,565.00
TOTAL CURRENT CHARGES	<hr/> <hr/> \$15,565.00

MATTER BILLING SUMMARY

TOTAL CURRENT CHARGES INVOICE # 240447		\$15,565.00
BALANCE FORWARD AS OF LAST BILL DATED 05/13/2020	\$12,010.00	
PAYMENTS APPLIED SINCE LAST BILL*	\$0.00 *	
NET BALANCE FORWARD	<u>\$12,010.00</u>	
TOTAL AMOUNT OUTSTANDING		<u>\$27,575.00</u>

*Does not reflect payments received after June 10, 2020.

OUTSTANDING INVOICES

<u>Bill Number</u>	<u>Bill Date</u>	<u>Original Amount</u>	<u>Amount Due</u>
238456	03/10/2020	\$3,330.00	\$3,330.00
239607	04/29/2020	\$7,210.00	\$7,210.00
239875	05/13/2020	\$1,470.00	\$1,470.00

PAYMENTS RECEIVED SINCE LAST BILL

<u>Check #</u>	<u>Check Date</u>	<u>Date Applied</u>	<u>Bill #</u>	<u>Payment Amt</u>
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Invoice # 241061

July 7, 2020

Matter Number: 101943-00002

Charges Incurred Through 06/30/2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

gmilligan@harneypartners.com

Re: 3443 Zen Garden LP, Debtor; Case No. 1:20-10410HCM Chapter11; In Care of Gregory Milligan, Trustee

Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
06/01/20	TLI	Memo to surveyor regarding field note description for separate zoning trusts.	0.20
06/02/20	TLI	Several conferences with Trustee and engineer/surveyor regarding configuration of zoning tracts for PDA.	0.50
06/09/20	TLI	Memo to Trustee regarding plat note restrictions authorizing continued use of buildings in Flood Plain; conference with surveyor regarding zoning tracts.	1.50
06/10/20	TLI	Conference with Trustee regarding Retention issues.	1.00
06/10/20	TLI	Conference with surveyor/engineer regarding zoning tract, field notes, PDA.	0.30
06/12/20	TLI	Address Trustee Retention issues with Trustee.	1.00
06/12/20	TLI	Prepare revised disclosure statement related to Retention.	2.00
06/12/20	CEM	Assisted Terry Irion in preparing response to Retention and Application Objection.	1.80
06/14/20	TLI	Work on Retention declaration with Trustee and Trustee's Counsel.	2.00
06/15/20	TLI	Review zone district surveys; memo to surveyor.	0.30
06/16/20	CEM	Continued to assist Terry Irion in response to the Retention and Application Objection.	0.80
06/17/20	TLI	Trustee Retention declaration.	1.50
06/17/20	CEM	Conference call with Terry Irion concerning Retention Objection.	0.30
06/18/20	TLI	Attend Retention hearing.	3.00
06/18/20	TLI	Follow up with surveyor on zoning field notes.	0.20
06/19/20	TLI	Memo to City Staff; memo to surveyor regarding zoning field notes.	0.50
06/22/20	TLI	Memo to surveyor; conference with co-counsel Mark O'Toole regarding	1.00

		impact of condemnation on zoning tracts; memo to case manager.	
06/23/20	JY	Prepared and submitted Lobbyist Quarterly report for Terry.	0.20
06/24/20	TLI	Conference with Mike McMinn regarding survey; memo to Trustee regarding status of 2nd & 3rd Reading of PDA.	0.30
06/29/20	TLI	Work on getting field notes to City Law for approval of zoning ordinance.	0.50
06/30/20	TLI	Work on site plan development with engineers; several memos to case manager, surveyor regarding zoning field notes and draft ordinance.	0.80
			<hr/> 19.70

<u>FEE SUMMARY</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terrence L	16.60	350.00	\$5,810.00
CEM	Mogonye, Courtney E.	2.90	300.00	\$870.00
JY	Yhu, Judy	0.20	150.00	\$30.00
TOTAL HOURS		<hr/> 19.70	TOTAL FEES	<hr/> \$6,710.00

<u>EXPENSES</u>		
06/13/20	Charges from the Secretary of State	1.00
TOTAL EXPENSES		<hr/> \$1.00

INVOICE # 241061 SUMMARY

TOTAL FEES	\$6,710.00
TOTAL EXPENSES	\$1.00
TOTAL CURRENT CHARGES	<hr/> \$6,711.00 <hr/>

MATTER BILLING SUMMARY

TOTAL CURRENT CHARGES INVOICE # 241061		\$6,711.00
BALANCE FORWARD AS OF LAST BILL DATED 06/10/2020	\$ 0.00	
PAYMENTS APPLIED SINCE LAST BILL *	\$0.00 *	
NET BALANCE FORWARD	<u>\$ 0.00</u>	
TOTAL AMOUNT OUTSTANDING		<u><u>\$6,711.00</u></u>

*Does not reflect payments received after July 7, 2020.

PAYMENTS RECEIVED SINCE LAST BILL

<u>Check #</u>	<u>Check Date</u>	<u>Date Applied</u>	<u>Bill #</u>	<u>Payment Amt</u>
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Invoice # 241801
August 10, 2020
Matter Number: 101943-00002
Charges Incurred Through 07/31/2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

gmilligan@harneypartners.com

Re: 3443 Zen Garden LP, Debtor; Case No. 1:20-10410HCM Chapter11; In Care of Gregory Milligan, Trustee

Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
07/01/20	TLI	Memo to Trustee; deliver zoning field notes to case manager; conference with case manager regarding scheduling 2nd, 3rd Reading.	1.00
07/01/20	TLI	Several conferences with surveyor; several conferences with case manager; conference with Trustee regarding scheduling of Final Reading of Ordinance.	1.80
07/06/20	TLI	Conference call with Mark O'Toole regarding CTRMA negotiations on width of rebuilt semiconductor.	1.00
07/06/20	TLI	Conference call with Mark O'Toole, Davood Salek, William Loftus regarding CTRMA settlement request.	1.50
07/07/20	TLI	Conference call with engineer and Mark O'Toole regarding settlement negotiations on CTRMA easement.	1.00
07/07/20	TLI	Conference with Trustee and Adam Zarafshani regarding PDA related matter.	0.50
07/08/20	TLI	Conference with Panache attorney regarding status of PDA and likely date of approval.	0.30
07/17/20	TLI	Conference with Trustee regarding condemnation settlement and City regulatory issues on road site work; status update on PDA; conference with City Staff.	0.70
07/20/20	TLI	Communications with Neighborhood Leaders regarding claiming support for Third Reading; memo to Trustee regarding support strategy for PDA.	1.00
07/21/20	TLI	Conference with Neighborhood Leaders regarding support of PDA issues; conference with Russ Horton regarding proposed mediation by subcontractor petitioners,	1.00
07/30/20	TLI	Conference with Mark O'Toole regarding CTRMA negotiations; lender support for cost participation in rebuilding expanded width Semiconductor Road.	1.00

10.80

FEE SUMMARY

	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI Irion, Terrence L	10.80	350.00	\$3,780.00
TOTAL HOURS	<u>10.80</u>	TOTAL FEES	<u>\$3,780.00</u>

INVOICE # 241801 SUMMARY

TOTAL FEES	<u>\$3,780.00</u>
TOTAL CURRENT CHARGES	<u><u>\$3,780.00</u></u>

MATTER BILLING SUMMARY

TOTAL CURRENT CHARGES INVOICE # 241801		\$3,780.00
BALANCE FORWARD AS OF LAST BILL DATED 07/07/2020	\$28,496.25	
PAYMENTS APPLIED SINCE LAST BILL *	\$22,797.00 *	
(20 % NET BALANCE RETAINED PER COURT ORDER -	<u>\$ 5,699.25)</u>	
TOTAL AMOUNT DUE CURRENTLY (80%)		<u>\$ 3,024.00</u>

*Does not reflect payments received after August 10, 2020.



Invoice # 242489
September 4, 2020
Matter Number: 101943-00002
Charges Incurred Through 08/31/2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

gmilligan@harneypartners.com

Re: 3443 Zen Garden LP, Debtor; Case No. 1:20-10410HCM Chapter11; In Care of Gregory Milligan, Trustee

Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
08/05/20	TLI	Conference call with Trustee; conference with zoning case manager; conference with project manager for Trustee regarding PDA entitlement preservation.	1.00
08/06/20	TLI	Conference with Trustee regarding Order for Renewables; schedule for sale bids impact on PDA hearing; conference with case manager.	1.00
08/06/20	TLI	Memo to Mark O'Toole regarding condemnation; conference call with engineer regarding warehouse site plan.	1.00
08/10/20	TLI	Conference with attorney for lien holder regarding status of hearing on lien priority and subcontractor removables.	1.00
08/13/20	TLI	Continued contact and briefing of Council Members on status of work out.	2.00
08/13/20	TLI	Conference with Mark O'Toole and engineers regarding terms of condemnation settlement.	2.00
08/18/20	TLI	Conference with petitioners in bankruptcy and impact on timing of PDA final reading of ordinance.	1.00
08/21/20	TLI	Memo to Trustee regarding status of sale timeline; review latest order; reassure constituent groups of progress towards Bankruptcy Resolution; conference with Plaintiff's counsel regarding timing of bidder recognition.	1.50
08/24/20	TLI	Conference with attorney for lienholders and general contractor; prepare for conference with Trustee.	0.30
08/25/20	TLI	Conference call with Trustee and attorney regarding sale bid schedule and delay of Third Reading of PDA; conference with Mark O'Toole regarding CTRMA timing of Settlement Agreement.	1.00
08/27/20	TLI	Conference with Neighborhood leaders; memo to Councilwoman Harper Madison regarding Second and Third Reading of PDA.	1.00
08/28/20	TLI	Conference with Panache, Mark O'Toole regarding CTRMA easement and lawsuit settlement.	1.50

08/28/20	TLI	Conference with City Councilmember Harper Madison regarding PDA; conference with case manager regarding extension of Third Reading PDA Agenda.	1.00
08/29/20	TLI	Conference call with Mark O'Toole and Adam Zarafshani regarding terms of CTRMA settlement.	1.00
08/31/20	TLI	Conference call with Mark O'Toole regarding transportation criteria for PDA density; conference call with project engineer/Mark O'Toole regarding road requirements for land use density.	2.20
			<hr/> 18.50

<u>FEE SUMMARY</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terrence L	18.50	350.00	\$6,475.00
TOTAL HOURS		<hr/> 18.50	TOTAL FEES	<hr/> \$6,475.00

INVOICE # 242489 SUMMARY

TOTAL FEES	\$6,475.00
TOTAL CURRENT CHARGES	<hr/> \$6,475.00 <hr/>

MATTER BILLING SUMMARY

TOTAL CURRENT CHARGES INVOICE # 242489		\$6,475.00
BALANCE FORWARD AS OF LAST BILL DATED 8/6/2020	\$15,269.00	
PAYMENTS APPLIED SINCE LAST BILL *	\$3,024.00 *	
PREVIOUS BALANCE RETAINED PER COURT ORDER	<u>\$12,245.00</u>	
(20% NET BALANCE RETAINED PER COURT ORDER)		
TOTAL AMOUNT DUE CURRENTLY (80%)		<u>\$ 5,180.00</u>

*Does not reflect payments received after September 4, 2020.

PAYMENTS RECEIVED SINCE LAST BILL

<u>Check #</u>	<u>Check Date</u>	<u>Date Applied</u>	<u>Bill #</u>	<u>Payment Amt</u>
104	08/24/2020	08/24/2020	241801	\$3,024.00



 Invoice # 243162

October 6, 2020

Matter Number: 101943-00002

Charges Incurred Through 09/30/2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

gmilligan@hameypartners.com

Re: 3443 Zen Garden LP, Debtor; Case No. 1:20-10410HCM Chapter11; In Care of Gregory Milligan,
Trustee

Attorney: Irion, Terrence L

PROFESSIONAL SERVICES

			<u>Hours</u>
09/01/20	TLI	Conference with Trustee; conference with Adam Zarafshani regarding CTRMA Settlement - road embarkment issue.	0.70
09/14/20	TLI	Memo and conference with City staff regarding rescheduling of second and third reading; review schedule for auction sale.	1.00
09/15/20	TLI	Conference with case coordinator.	0.30
09/15/20	TLI	Conference with Trustee and Jason Rudd.	0.30
09/15/20	TLI	Conference with City staff regarding draft ordinance, amendments, rescheduled hearing date; memo to Trustee.	1.00
09/22/20	CEM	Coordination with case manager for PDA second and third readings	0.30
09/22/20	JY	Coordination with case manager for PDA second and third readings; communication with community leader and council aid.	0.40
09/25/20	TLI	Conference with case manager regarding legal description of zone tracts; coordinate agenda date; conference with neighborhood leaders.	1.00
09/28/20	TLI	Conference with case manager regarding zoning ordinance draft; memo to Mike McMinn to correct legal description.	0.50
09/29/20	TLI	Conference with surveyor; conference with case manager regarding draft ordinance for final reading of zoning PDA.	0.50
			<hr/> 6.00

FEE SUMMARY

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terrence L	5.30	350.00	\$1,855.00
CEM	Mogonye, Courtney E.	0.30	300.00	\$90.00
JY	Yhu, Judy	0.40	150.00	\$60.00
TOTAL HOURS		6.00	TOTAL FEES	\$2,005.00

EXPENSES

09/15/20	City of Austin; Lobbyist Registration	300.00
TOTAL EXPENSES		\$300.00

INVOICE # 243162 SUMMARY

TOTAL FEES	\$2,005.00
TOTAL EXPENSES	\$300.00
TOTAL CURRENT CHARGES	<u>\$2,305.00</u>

MATTER BILLING SUMMARY

TOTAL CURRENT FEE CHARGES INVOICE # 243162	\$2,005.00
(Not including \$300.00 for Expenses)	
BALANCE FORWARD AS OF LAST BILL DATED 09/04/2020	\$18,720.00
PAYMENTS APPLIED SINCE LAST BILL *	<u>\$5,180.00 *</u>
PREVIOUS BALANCE RETAINED PER COURT ORDER	\$13,540.00
(20% NET BALANCE RETAINED PER COURT ORDER)	
TOTAL AMOUNT DUE CURRENTLY (80%)	<u>[\$1,604.00]</u>
(Plus \$300.00 Expenses)	<u>\$1,904.00</u>

*Does not reflect payments received after October 6, 2020.

PAYMENTS RECEIVED SINCE LAST BILL

<u>Check #</u>	<u>Check Date</u>	<u>Date Applied</u>	<u>Bill #</u>	<u>Payment Amt</u>
108	09/21/2020	09/21/2020	242489	\$5,180.00



FINAL BILL

Matter No. 101943-00002

October 15, 2020

Charges Incurred From October 1 – 15, 2020

3443 Zen Garden LP
c/o Greg Milligan, Trustee

gmilligan@harneypartners.com

Re: 3443 Zen Garden LP, Debtor; Case No. 1:20-10410 HCM Chapter 11; In Care of Gregory Milligan,
Trustee

Attorney: Irion, Terrence L.

PROFESSIONAL SERVICES

			<u>Hours</u>
10/01/20	TLI	Conference with Case Manager regarding draft ordinance; conference with Neighborhood Leaders; conference with Greg Milligan regarding Auction schedule.	1.00
10/02/20	TLI	Form public relations message plan – prepare for negative lobbying of Council Members.	2.00
10/02/20	TLI	Conference with Neighborhood Leaders to explain Auction sale deadline.	1.00
10/05/20	TLI	Meeting with Buyer's agents to coordinate third reading; conference with Neighborhood Leaders to respond to Bankruptcy concerns.	2.00
10/12/20	TLI	Preparation for second/third reading of ordinance.	1.00
10/15/20	TLI	Report to Romspen on sense of the Council regarding approval of PDA and need for subs to be paid.	<u>2.00</u>
			9.00

FEE SUMMARY

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
TLI	Irion, Terry I.	<u>9.00</u>	350.00	<u>\$ 3,150.00</u>
	TOTAL HOURS	9.00	TOTAL FEES \$	3,150.00

BILLING SUMMARY

TOTAL FEES	\$ 3,150.00
TOTAL EXPENSES	<u>\$ 0.00</u>
TOTAL CURRENT CHARGES	\$ 3,150.00

MATTER BILLING SUMMARY

TOTAL CURRENT FEE CHARGES	\$ 3,150.00
TOTAL DUE 10/6/20 - INVOICE #243162	\$ 1,904.00
20% OF \$2,005.00 FEES FROM 10/6/20 INVOICE	\$ 401.00
20% RETAINAGE FEES SINCE INCEPTION	<u>\$ 13,540.00</u>
 TOTAL AMOUNT DUE	 \$ 18,995.00

EXHIBIT D

Timekeeper	Title		Rate	Hours	Value
Irion, Terrence L.	Member	\$	350.00	117.10	\$ 40,985.00
Mogonye, Courtney E.	Member	\$	300.00	14.80	\$ 4,440.00
Yhu, Judy	Paralegal	\$	150.00	1.60	\$ 240.00
			Totals:	133.50	\$ 45,665.00

EXHIBIT E



(<https://www.sprouselaw.com/>)



TERRY L. IRION

Member

terry.irion@sprouselaw.com (<mailto:terry.irion@sprouselaw.com>)

512.615.6650 (tel:+15126156650)

PRACTICE

Terry Irion is a Member with Sprouse Shrader Smith PLLC. His primary practice area is real estate purchases and sale transactions, land use planning and development services, and advocacy of real property rights. Terry assists clients in navigating the complete regulatory environment of municipal, county, and state agencies to secure permits and licenses required for development. He represents clients before Boards, Commissions, and Councils at the local and state government levels.

PRACTICE AREAS

- Real Estate (<https://www.sprouselaw.com/areas/real-estate/>)
- Municipal Regulatory Law

ADMISSIONS

- Texas State Courts, 1978
- US Supreme Court
- Fifth Circuit Court of Appeals
- Texas Western District Court

EDUCATION

- St. Louis University, BA Political Sciences, 1970
- Saint Louis University, J.D., 1975

MEMBERSHIPS

- Home Builders Association of Central Texas
- Real Estate Council of Austin
- Capital Area United Way
- Foundation for the Homeless
- Bee Cave Texas Chamber of Commerce
- Long Center for the Performing Arts (Founding Member, Board of Trustees)

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3443 Ed Bluestein Blvd.
Austin, TX 78721-2912

United States Trustee (SMG111)
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Austin, TX 78701-2450

3443 Zen Garden GP, LLC
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241 McKellar Road
Dripping Springs, TX 78620

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Dallas, TX 75284-8099

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Houston, TX 77056-4176
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ACM Services, LLC
c/o Nick Morris
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St. Petersburg, FL 33703

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Austin, TX 78704-5505

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